

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: CONE MILLS CORPORATION, <i>et al</i> ., Debtors.	: Chapter 11 : : Case No. 03-12944 (MFW) : : (Jointly Administered) : [Re D.I. 1188, 1192 & 1193]
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**APPELLEE’S COUNTER-DESIGNATION OF CONTENTS OF RECORD ON APPEAL
PURSUANT TO FED. R. BANKR. P. 8006**

WLR Recovery Fund II, L.P. and WLR Cone Mills Acquisition LLC, now known as International Textile Group, Inc.,¹ Appellees herein, pursuant to Fed. R. Bankr. P. 8006, hereby designate the following items to be included in the record on the appeal of Crompton Colors, Inc. and Crompton Corporation from the *Order Granting Motion of International Textile Group, Inc. for Order Directing the New Jersey Department of Environmental Protection, the Administrator of the New Jersey Spill Compensation Fund, Crompton Colors, Inc and Crompton Corp. to Comply with the Sale Order* [Docket No. 1176] dated February 28, 2005 and entered on March 2, 2005.

1. Order Approving Debtors’ Motion for Order (A) Approving Sale Procedures, (B) Approving Buyer’s Breakup Fee and Expense Reimbursement; (C) Approving Form and Manner of Notice; (D) Scheduling a Hearing to Consider the Sale of Substantially All of the Debtors’ Assets; and (E) Granting Related Relief and any exhibits and attachments thereto (Docket No. 226) [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 1].

2. Supplemental Notice of Possible Assumption, Sale and Assignment of Certain Unexpired Leases and Executory Contracts and Sale Hearing dated November 25, 2003 and any

¹ On August 2, 2004, WLR Cone Mills Acquisition LLC was merged into WLR Burlington Acquisition LLC, which was renamed International Textile Group, Inc.

exhibits and attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 2].

3. Affidavit of Service of Lisa Talley, regarding Supplemental Notice of Possible Assumption, Sale and Assignment of Certain Unexpired Leases and Executory Contracts and Sale Hearing dated November 25, 2003, and any exhibits and attachments thereto (Docket No. 743) [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as attachment to Exhibit 2].

4. Certification of Publication by Arlene Moller, regarding Notice of Hearing to Consider Confirmation of Debtors' Second Amended Plan of Reorganization published in the New York Times on September 10, 2004, and any exhibits and attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 3].

5. Affidavit of Publication of Richard Garcia, regarding Notice of Hearing to Consider Confirmation of Debtors' Second Amended Plan of Reorganization published in Women's Wear Daily on September 10, 2004, and any exhibits and attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 4].

6. Affidavit of Kenneth L. Altman, regarding Notice of Auction Procedures and Sale Hearing published in the New York Times and Women's Wear Daily on November 18, 2003, and any exhibits and attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 5].

7. International Textile Group, Inc.'s Notice of the Deposition of Crompton Colors, Inc. and Crompton Corp. Pursuant to Fed. R. Bank. P. 30 and Fed. R. Civ. P. 30(b)(6) and any exhibits and attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 6].

8. Federal Express proof of delivery on November 26, 2003 of Supplemental Notice of Possible Assumption, Sale and Assignment of Certain Unexpired Leases and Executory Contracts and Sale Hearing upon Crompton Corporation and any exhibits and attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 7].

9. Proof of Claim of Crompton Colors, Inc. dated December 10, 2004 and filed in the bankruptcy cases of *In re Cone Mills Corporation, et al.*, and any exhibits and attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 8].

10. Purchase and Sale Agreement between Cone Mills Corporation and Crompton & Knowles Corporation dated September 5, 1980 and any exhibits and any attachments thereto [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 9].

11. Order Authorizing (A) Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Interests Subject to Higher or Better Offers (B) Approving the Amended and Restated Asset Purchase Agreement, (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Such Sale, and (D) Granting Related Relief dated February 10, 2004, and any exhibits and attachments thereto (Docket No. 509) [admitted into record by Honorable Mary F. Walrath at Bankruptcy Court hearing on February 28, 2005 as Exhibit 10].

12. Motion of International Textile Group, Inc. for Order Directing the New Jersey Department of Environmental Protection, the Administrator of the New Jersey Spill Compensation Fund, Crompton Colors, Inc and Crompton Corp. to Comply with the Sale Order and any exhibits and attachments thereto (Docket No. 1096).

13. Supplement to Motion of International Textile Group, Inc. for Order Directing the New Jersey Department of Environmental Protection, the Administrator of the New Jersey Spill Compensation Fund, Crompton Colors, Inc. and Crompton Corp. to Comply with the Sale Order and any exhibits and attachments thereto (Docket No. 1148).

Dated: March 31, 2005
Wilmington, Delaware

Respectfully submitted,

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-and-

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